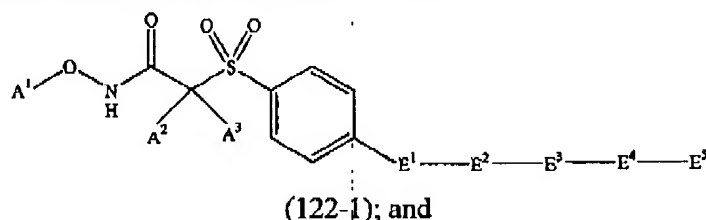


Appl. No. 10/657,034
 Amendment D
 September 5, 2003

Amended Claims

Claims 1-121 (canceled).

122. (previously amended) A compound or salt thereof, wherein:
 the compound corresponds in structure to Formula 122-1:



A¹ is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member of such group optionally is substituted; and

A² and A³, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E¹ is selected from the group consisting of -O-, -S(O)₂-, -S(O)-, -N(R¹)-, -C(O)-N(R¹)-, -N(R¹)-C(O)-, and -C(R¹)(R²)-; and

E² is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E² forms a link of at least 2 carbon atoms between E¹ and E³; and

E³ is carbocyclyl wherein the carbocyclyl has 5 or 6 ring members and optionally is substituted; and

E⁴ is selected from the group consisting of a bond, alkyl, alkenyl, -O-, and, -N(R³)-, wherein the alkyl or alkenyl optionally is substituted; and

Appl. No. 10/657,034
Amendment D
September 5, 2003

E⁵ is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted; and

R¹ and R² are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

R³ is selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R¹ nor R² forms a ring structure with E², E³, E⁴, or E⁵.

123. (previously amended) A compound or salt thereof according to claim 122, wherein:

A¹ is selected from the group consisting of -H, C₁-C₈-alkylcarbonyl, C₁-C₈-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C₁-C₈-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C₁-C₈-alkylcarbonyl, carbocyclylcarbonyl, carbocyclyl-C₁-C₈-alkoxycarbonyl, N(R⁴)(R⁵)-C₁-C₈-alkylcarbonyl, C₁-C₈-alkyl(thiocarbonyl), C₁-C₈-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C₁-C₈-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C₁-C₈-alkyl(thiocarbonyl), carbocyclylthio(thiocarbonyl), carbocyclyl-C₁-C₈-alkoxy(thiocarbonyl), and N(R⁴)(R⁵)-C₁-C₈-alkyl(thiocarbonyl); and

E² is selected from the group consisting of C₂-C₂₀-alkyl, cycloalkyl, C₁-C₁₀-alkylcycloalkyl, cycloalkyl-C₁-C₁₀-alkyl, C₁-C₁₀-alkylcycloalkyl-C₁-C₁₀-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C₁-C₆-alkyl, and halo-C₁-C₆-alkyl; and

E³ is carbocyclyl, wherein the carbocyclyl:

has 5 or 6 ring members, and

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C₁-C₈-alkyl, C₁-C₈-alkoxy, C₁-C₈-alkoxy-C₁-C₈-alkyl, carbocyclyl, carbocyclyl-C₁-C₈-alkyl, heterocyclyl, and heterocyclyl-C₁-C₈-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C₁-C₈-alkyl,

Appl. No. 10/657,034
Amendment D
September 5, 2003

C₁-C₈-alkoxy, C₁-C₈-alkoxy-C₁-C₈-alkyl, C₁-C₈-alkylthio, halo-C₁-C₈-alkyl, halo-C₁-C₈-alkoxy, halo-C₁-C₈-alkylthio, and halogen-substituted C₁-C₈-alkoxy-C₁-C₈-alkyl; and

E⁴ is selected from the group consisting of a bond, -O-, -N(R³)-, C₁-C₂₀-alkyl, and C₂-C₂₀-alkenyl, wherein the C₁-C₂₀-alkyl or C₂-C₂₀-alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO₂, -CN, C₁-C₈-alkyl, C₁-C₈-alkoxy, C₁-C₈-alkoxy-C₁-C₈-alkyl, carbocyclyl, carbocyclyl-C₁-C₈-alkyl, halo-C₁-C₈-alkyl, halo-C₁-C₈-alkoxy, halocarbocyclyl, halogen-substituted carbocyclyl-C₁-C₈-alkyl, and halogen-substituted C₁-C₈-alkoxy-C₁-C₈-alkyl; and

E⁵ is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO₂, -CN, keto, C₁-C₈-alkyl, C₂-C₈-alkenyl, C₂-C₈-alkynyl, C₁-C₈-alkoxy, C₁-C₈-alkoxy-C₁-C₈-alkyl, -N(R⁶)(R⁷), -C(O)(R⁸), -S-R⁶, -S(O)₂-R⁶, carbocyclyl, carbocyclyl-C₁-C₈-alkyl, halo-C₁-C₈-alkyl, halo-C₁-C₈-alkoxy, halogen-substituted C₁-C₈-alkoxy-C₁-C₈-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C₁-C₈-alkyl; and

R¹ and R² are independently selected from the group consisting of -H, C₁-C₈-alkyl, and halo-C₁-C₈-alkyl; and

R³ is selected from the group consisting of -H, C₁-C₈-alkyl, and halo-C₁-C₈-alkyl; and

R⁴ and R⁵ are independently selected from the group consisting of -H, C₁-C₈-alkyl, C₁-C₈-alkoxycarbonyl, C₁-C₈-alkylcarbonyl, carbocyclyl-C₁-C₈-alkyl, and carbocyclyl-C₁-C₈-alkoxycarbonyl; and

R⁶ and R⁷ are independently selected from the group consisting of -H, C₁-C₈-alkyl, carbocyclyl, carbocyclyl-C₁-C₈-alkyl, heterocyclyl, heterocyclyl-C₁-C₈-alkyl, halo-C₁-C₈-alkyl, halocarbocyclyl, halogen-substituted carbocyclyl-C₁-C₈-alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl-C₁-C₈-alkyl; and

Appl. No. 10/657,034
Amendment D
September 5, 2003

R^8 is selected from the group consisting of -H, C_1 - C_8 -alkyl, -O- R^9 , $N(R^9)(R^{10})$, carbocyclyl- C_1 - C_8 -alkyl, heterocyclyl- C_1 - C_8 -alkyl, halo- C_1 - C_8 -alkyl, halogen-substituted carbocyclyl- C_1 - C_8 -alkyl, and halogen-substituted heterocyclyl- C_1 - C_8 -alkyl; and

R^9 and R^{10} are independently selected from the group consisting of -H, C_1 - C_8 -alkyl, carbocyclyl, carbocyclyl- C_1 - C_8 -alkyl, heterocyclyl, heterocyclyl- C_1 - C_8 -alkyl, halo- C_1 - C_8 -alkyl, halocarbocyclyl, halogen-substituted carbocyclyl- C_1 - C_8 -alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl- C_1 - C_8 -alkyl.

124. (original) A compound or salt thereof according to claim 123, wherein A^1 is -H.

125. (previously amended) A compound or salt thereof according to claim 124, wherein:

E^2 is C_2 - C_6 -alkyl optionally substituted with one or more halogen; and

E^3 is carbocyclyl, wherein the carbocyclyl:

has 5 or 6 ring members, and

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C_1 - C_6 -alkyl, C_1 - C_6 -alkoxy, C_1 - C_6 -alkoxy- C_1 - C_6 -alkyl, carbocyclyl, carbocyclyl- C_1 - C_6 -alkyl, heterocyclyl, and heterocyclyl- C_1 - C_6 -alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C_1 - C_6 -alkyl, C_1 - C_6 -alkoxy, C_1 - C_6 -alkoxy- C_1 - C_6 -alkyl, C_1 - C_6 -alkylthio, halo- C_1 - C_6 -alkyl, halo- C_1 - C_6 -alkoxy, halogen-substituted C_1 - C_6 -alkoxy- C_1 - C_6 -alkyl, and halo- C_1 - C_6 -alkylthio; and

E^4 is selected from the group consisting of a bond, -O-, $N(R^3)$ -, C_1 - C_3 -alkyl, and C_2 - C_3 -alkenyl, wherein the C_1 - C_3 -alkyl or C_2 - C_3 -alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO₂, -CN,

Appl. No. 10/657,034
Amendment D
September 5, 2003

C₁-C₆-alkyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, carbocyclyl,
carbocyclyl-C₁-C₆-alkyl, halo-C₁-C₆-alkyl, halo-C₁-C₆-alkoxy,
halogen-substituted C₁-C₆-alkoxy-C₁-C₆-alkyl, halocarbocyclyl, and
halogen-substituted carbocyclyl-C₁-C₆-alkyl; and

E⁵ is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO₂, -CN, keto, C₁-C₆-alkyl, C₂-C₈-alkenyl, C₂-C₈-alkynyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, -N(R⁶)(R⁷), -C(O)(R⁸), -S-R⁶, -S(O)₂-R⁶, carbocyclyl, carbocyclyl-C₁-C₆-alkyl, halo-C₁-C₆-alkyl, halo-C₁-C₆-alkoxy, halogen-substituted C₁-C₆-alkoxy-C₁-C₆-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C₁-C₆-alkyl; and

R¹ and R² are independently selected from the group consisting of -H, C₁-C₆-alkyl, and halo-C₁-C₆-alkyl; and

R³ is selected from the group consisting of -H, C₁-C₆-alkyl, and halo-C₁-C₆-alkyl; and

R⁶ and R⁷ are independently selected from the group consisting of -H, C₁-C₆-alkyl, carbocyclyl, carbocyclyl-C₁-C₆-alkyl, heterocyclyl, and heterocyclyl-C₁-C₆-alkyl, wherein any member of such group optionally is substituted with one or more halogen; and

R⁸ is selected from the group consisting of -H, C₁-C₆-alkyl, -O-R⁹, -N(R⁹)(R¹⁰), carbocyclyl-C₁-C₆-alkyl, heterocyclyl-C₁-C₆-alkyl, halo-C₁-C₆-alkyl, halogen-substituted carbocyclyl-C₁-C₆-alkyl, and halogen-substituted heterocyclyl-C₁-C₆-alkyl; and

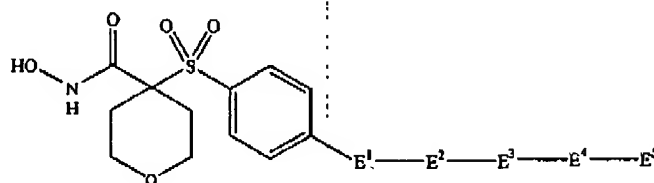
R⁹ and R¹⁰ are independently selected from the group consisting of -H, C₁-C₆-alkyl, carbocyclyl, carbocyclyl-C₁-C₆-alkyl, heterocyclyl, heterocyclyl-C₁-C₆-alkyl, halo-C₁-C₆-alkyl, halocarbocyclyl, halogen-substituted carbocyclyl-C₁-C₆-alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl-C₁-C₆-alkyl.

126. (original) A compound or salt thereof according to claim 125, wherein A² and A³, together with the carbon atom to which they both are attached, form an optionally-substituted heterocyclyl containing either 5 or 6 ring members.

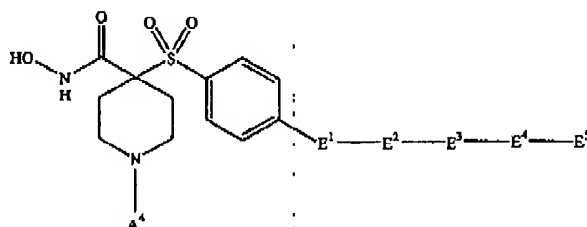
Appl. No. 10/657,034
Amendment D
September 5, 2003

127. (previously amended) A compound or salt thereof according to claim 126, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



(127-1) and



(127-2); and

A⁴ is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,

Appl. No. 10/657,034
Amendment D
September 5, 2003

aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member of such group optionally is substituted.

128. (previously amended) A compound or salt thereof according to claim 127,
wherein:

A⁴ is selected from the group consisting of -H, C₁-C₈-alkyl, C₁-C₈-alkylcarbonyl,
C₁-C₈-alkylcarbonyl-C₁-C₈-alkyl, C₁-C₈-alkylcarbonyl-C₁-C₈-alkylcarbonyl,
C₁-C₈-alkoxycarbonyl, C₁-C₈-alkoxycarbonyl-C₁-C₈-alkyl,
C₁-C₈-alkoxycarbonyl-C₁-C₈-alkylcarbonyl, C₁-C₈-alkylsulfonyl, C₁-C₈-alkyliminocarbonyl,
C₂-C₈-alkenyl, C₂-C₈-alkynyl, C₁-C₈-alkoxy-C₁-C₈-alkyl, C₁-C₈-alkylthio-C₁-C₈-alkyl,
C₁-C₈-alkylthio-C₂-C₈-alkenyl, C₁-C₈-alkylsulfoxido-C₁-C₈-alkyl,
C₁-C₈-alkylsulfoxido-C₂-C₈-alkenyl, C₁-C₈-alkylsulfonyl-C₁-C₈-alkyl,
C₁-C₈-alkylsulfonyl-C₂-C₈-alkenyl, carbocyclyl, carbocyclyl-C₁-C₈-alkyl,
carbocyclyl-C₁-C₈-alkoxy-C₁-C₈-alkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,
carbocyclyliminocarbonyl, carbocyclyloxycarbonyl, carbocyclylthio-C₁-C₈-alkyl,
carbocyclylthio-C₂-C₈-alkenyl, carbocyclylsulfoxido-C₁-C₈-alkyl,
carbocyclylsulfoxido-C₂-C₈-alkenyl, carbocyclylsulfonyl-C₁-C₈-alkyl,
carbocyclylsulfonyl-C₂-C₈-alkenyl, heterocyclyl, heterocyclyl-C₁-C₈-alkyl,
heterocyclyl-C₁-C₈-alkoxy-C₁-C₈-alkyl, heterocyclylcarbonyl, heterocyclylthio-C₁-C₈-alkyl,
heterocyclylsulfoxido-C₁-C₈-alkyl, heterocyclylsulfonyl-C₁-C₈-alkyl,
heterocyclylthio-C₂-C₈-alkenyl, heterocyclylsulfoxido-C₂-C₈-alkenyl,
heterocyclylsulfonyl-C₂-C₈-alkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl,
heterocyclyl-C₁-C₈-alkylcarbonyl, heterocyclylcarbonyl-C₁-C₈-alkylcarbonyl,
heterocyclylsulfonyl, heterocyclylcarbonyl-C₁-C₈-alkyl, N(R¹¹)(R¹²)-C₁-C₈-alkylcarbonyl,
N(R¹¹)(R¹²)-carbonyl, N(R¹¹)(R¹²)-carbonyl-C₁-C₈-alkylcarbonyl, N(R¹¹)(R¹²)-sulfonyl,
N(R¹¹)(R¹²)-sulfonyl-C₁-C₈-alkyl, N(R¹¹)(R¹²)-C₁-C₈-alkyl,
N(R¹¹)(R¹²)-carbonyl-C₁-C₈-alkyl, and N(R¹¹)(R¹²)-C₁-C₈-alkylsulfonyl, wherein:

Appl. No. 10/657,034
Amendment D
September 5, 2003

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -CN, -C(O)-OH, -SH, -SO₃H, and NO₂; and

R¹¹ and R¹² are independently selected from the group consisting of -H, -OH, C₁-C₈-alkyl, C₁-C₈-alkyl-carbonyl, C₁-C₈-alkoxy-C₁-C₈-alkyl, C₂-C₈-alkenyl, C₂-C₈-alkynyl, C₁-C₈-alkyl-thio-C₁-C₈-alkyl, C₁-C₈-alkyl-sulfoxido-C₁-C₈-alkyl, C₁-C₈-alkyl-sulfonyl-C₁-C₈-alkyl, carbocyclyl, carbocyclyl-C₁-C₈-alkyl, carbocyclylcarbonyl, carbocyclyl-C₁-C₈-alkoxy-C₁-C₈-alkyl, carbocyclylthio-C₁-C₈-alkyl, carbocyclylsulfoxido-C₁-C₈-alkyl, carbocyclylsulfonyl-C₁-C₈-alkyl, heterocyclyl, heterocyclyl-C₁-C₈-alkyl, heterocyclyl-C₁-C₈-alkoxy-C₁-C₈-alkyl, heterocyclylcarbonyl, heterocyclylthio-C₁-C₈-alkyl, heterocyclylsulfoxido-C₁-C₈-alkyl, heterocyclylsulfonyl-C₁-C₈-alkyl, aminocarbonyl-C₁-C₈-alkyl, C₁-C₈-alkyloxycarbonylamino-C₁-C₈-alkyl, and amino-C₁-C₈-alkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -CN, -C(O)-OH, -SH, -SO₃H, and NO₂, and

the nitrogen of the amino-C₁-C₈-alkyl optionally is substituted with 1 or 2 substituents independently selected from the group consisting of C₁-C₈-alkyl, C₁-C₈-alkylcarbonyl, carbocyclyl, and carbocyclyl-C₁-C₈-alkyl, and

no greater than one of R¹¹ or R¹² is -OH.

129. **(previously amended)** A compound or salt thereof according to claim 128, wherein A⁴ is selected from the group consisting of -H, C₁-C₆-alkyl, C₁-C₆-alkoxy-C₁-C₆-alkyl, carbocyclyl, carbocyclyl-C₁-C₆-alkyl, C₁-C₆-alkylsulfonyl, C₃-C₆-alkenyl, C₃-C₆-alkynyl, wherein any member of such group optionally is substituted with halogen.

130. **(previously amended)** A compound or salt thereof according to claim 129, wherein A⁴ is selected from the group consisting of -H, C₁-C₄-alkyl, C₁-C₂-alkoxy-C₁-C₃-alkyl, C₃-C₆-cycloalkyl, C₃-C₆-cycloalkyl-C₁-C₃-alkyl, phenyl, phenyl-C₁-C₃-alkyl,

Appl. No. 10/657,034
Amendment D
September 5, 2003

C₁-C₂-alkylsulfonyl, C₃-C₄-alkenyl, C₃-C₄-alkynyl, wherein any member of such group optionally is substituted with halogen.

131. **(previously amended)** A compound or salt thereof according to claim 130, wherein A⁴ is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, benzyl, methylsulfonyl, C₃-alkenyl, and C₃-alkynyl, wherein any member of such group optionally is substituted with halogen.

132. **(previously amended)** A compound or salt thereof according to claim 131, wherein A⁴ is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, and benzyl, wherein any member of such group optionally is substituted with halogen.

133. **(original)** A compound or salt thereof according to claim 128, wherein the salt comprises an acid selected from the group consisting of HCl and CF₃COOH.

134. **(original)** A compound or salt thereof according to claim 128, wherein E² is C₂-C₅-alkyl optionally substituted with one or more halogen.

135. **(original)** A compound or salt thereof according to claim 134, wherein E² is -(CH₂)_m-, and m is from 2 to 5.

136. **(original)** A compound or salt thereof according to claim 135, wherein E⁴ is a bond.

Claims 137-197 (canceled).

Appl. No. 10/657,034
Amendment D
September 5, 2003

198. **(previously amended)** A compound or salt thereof according to claim 128, wherein E³ is selected from the group consisting of cyclopentyl, cyclopentenyl, cyclopentadienyl, cyclohexyl, cyclohexenyl, cyclohexadienyl, and phenyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C₁-C₆-alkyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, carbocyclyl, carbocyclyl-C₁-C₆-alkyl, heterocyclyl, and heterocyclyl-C₁-C₆-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C₁-C₆-alkyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, C₁-C₆-alkylthio, halo-C₁-C₆-alkyl, halo-C₁-C₆-alkoxy, halogen-substituted C₁-C₆-alkoxy-C₁-C₆-alkyl, and halo-C₁-C₆-alkylthio.

199. **(previously amended)** A compound or salt thereof according to claim 198, wherein E³ is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C₁-C₆-alkyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, carbocyclyl, carbocyclyl-C₁-C₆-alkyl, heterocyclyl, and heterocyclyl-C₁-C₆-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C₁-C₆-alkyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, C₁-C₆-alkylthio, halo-C₁-C₆-alkyl, halo-C₁-C₆-alkoxy, halogen-substituted C₁-C₆-alkoxy-C₁-C₆-alkyl, and halo-C₁-C₆-alkylthio.

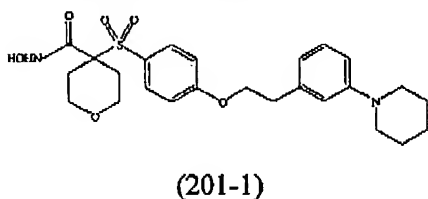
200. **(original)** A compound or salt thereof according to claim 199, wherein E⁵ is selected from the group consisting of piperidiny, piperaziny, imidazolyl, furanyl, thienyl, pyridinyl, pyrimidyl, benzodioxolyl, benzodioxanyl, benzofuryl, and benzothienyl, wherein

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO₂, -CN, C₁-C₆-alkyl, C₂-C₆-alkenyl, C₂-C₆-alkynyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl,

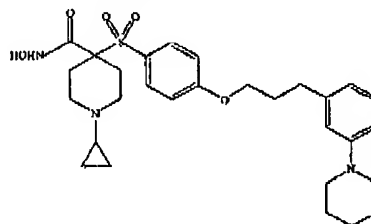
Appl. No. 10/657,034
Amendment D
September 5, 2003

-N(R⁶)(R⁷), -C(O)(R⁸), -S-R⁶, -S(O)₂-R⁶, phenyl, phenyl-C₁-C₆-alkyl, halo-C₁-C₆-alkyl, halo-C₁-C₆-alkoxy, halogen-substituted C₁-C₆-alkoxy-C₁-C₆-alkyl, halophenyl, and halogen-substituted phenyl-C₁-C₆-alkyl.

201. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:

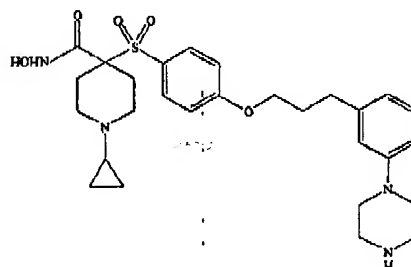


and



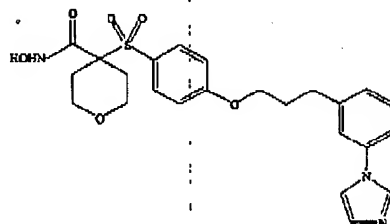
(201-2).

202. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(202-1).

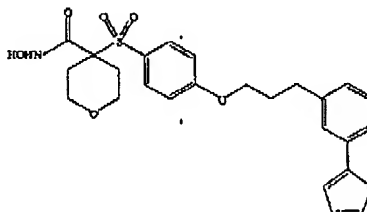
203. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(203-1).

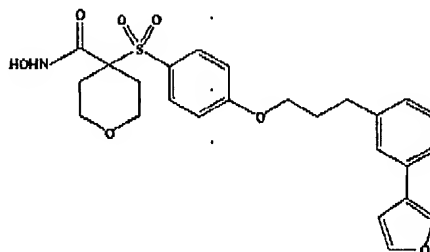
Appl. No. 10/657,034
Amendment D
September 5, 2003

204. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



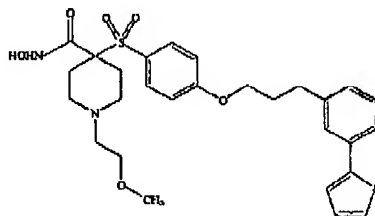
(204-1).

205. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:

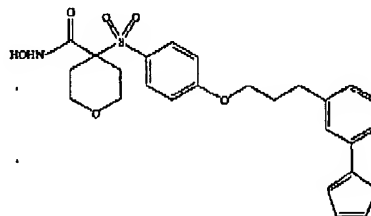


(205-1).

206. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(206-1),

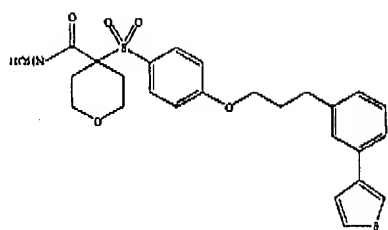


(206-2),

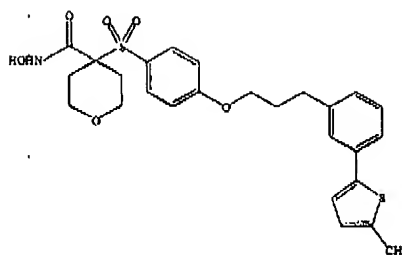
Appl. No. 10/657,034

Amendment D

September 5, 2003

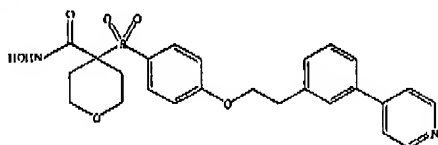


(206-3), and

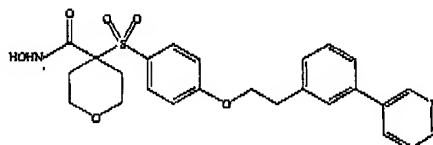


(206-4).

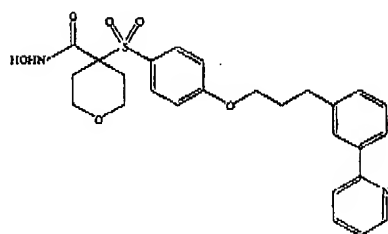
207. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



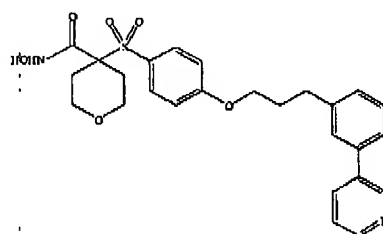
(207-1),



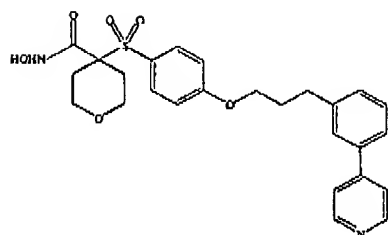
(207-2),



(207-3),



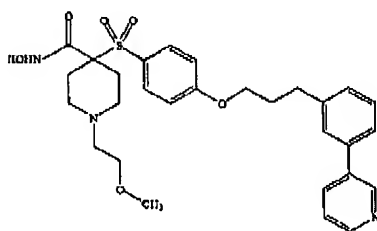
(207-4), and



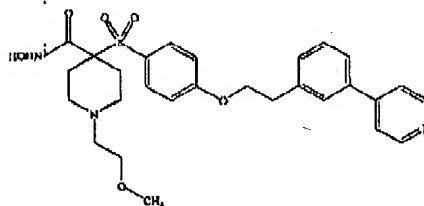
(207-5).

Appl. No. 10/657,034
Amendment D
September 5, 2003

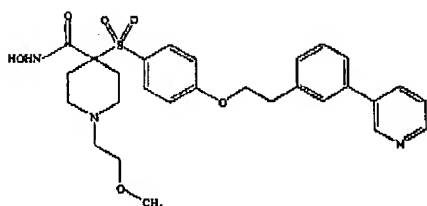
208. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



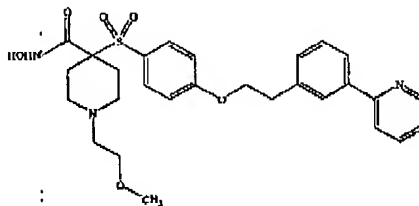
(208-1),



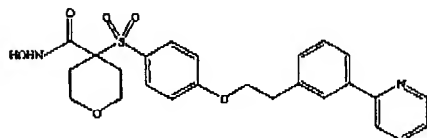
(208-2),



(208-3),

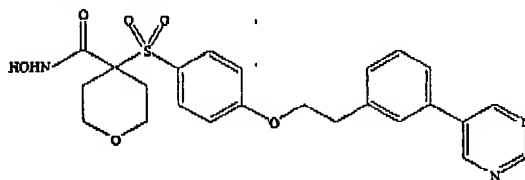


(208-4), and



(208-5).

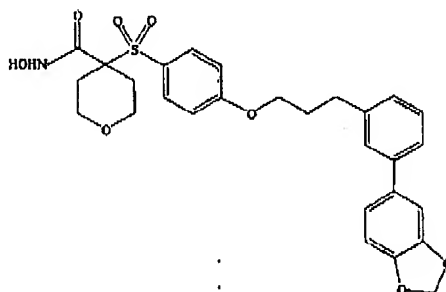
209. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(209-1).

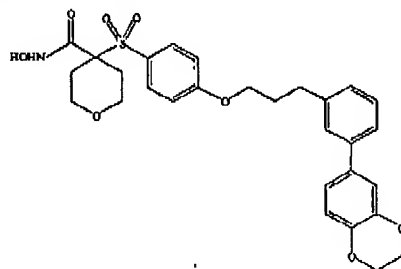
Appl. No. 10/657,034
Amendment D
September 5, 2003

210. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



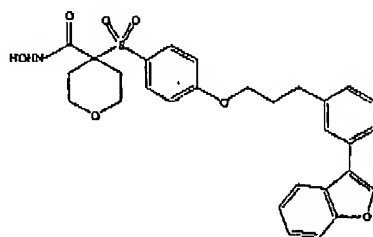
(210-1).

211. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(211-1).

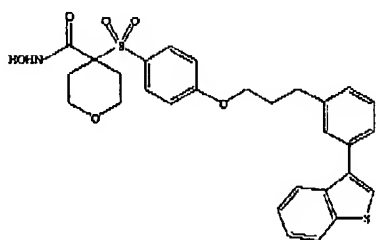
212. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(212-1).

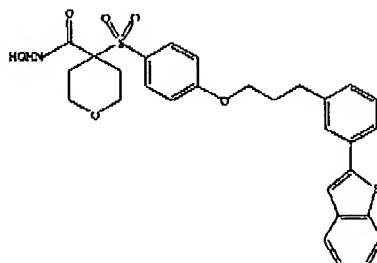
Appl. No. 10/657,034
Amendment D
September 5, 2003

213. (original) A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(213-1)

and

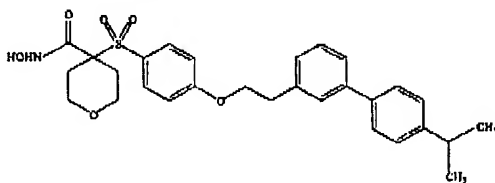


(213-1).

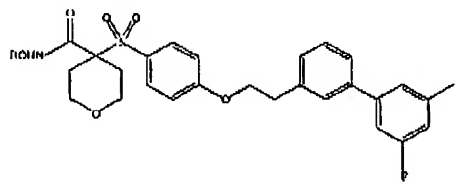
214. (original) A compound or salt thereof according to claim 199, wherein E⁵ is selected from the group consisting of phenyl and naphthalenyl, wherein:

the phenyl and naphthalenyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO₂, -CN, C₁-C₆-alkyl, C₂-C₆-alkenyl, C₂-C₆-alkynyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, -N(R⁶)(R⁷), -C(O)(R⁸), -S-R⁶, -S(O)₂-R⁶, phenyl, phenyl-C₁-C₆-alkyl, halo-C₁-C₆-alkyl, halo-C₁-C₆-alkoxy, halogen-substituted C₁-C₆-alkoxy-C₁-C₆-alkyl, halophenyl, and halogen-substituted phenyl-C₁-C₆-alkyl.

215. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to a formula selected from the group consisting of:

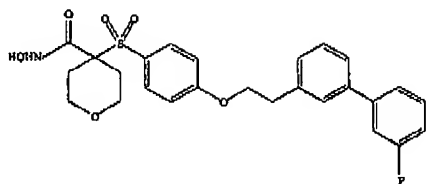


(215-1),

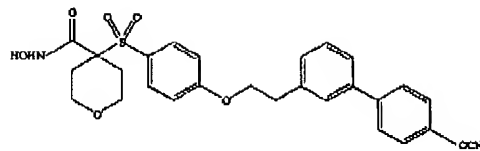


(215-2),

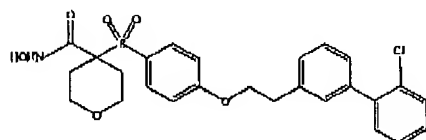
Appl. No. 10/657,034
Amendment D
September 5, 2003



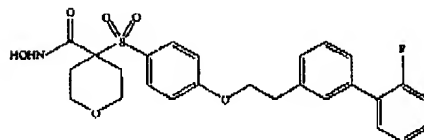
(215-3),



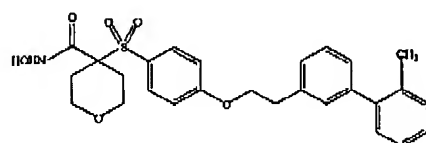
(215-4),



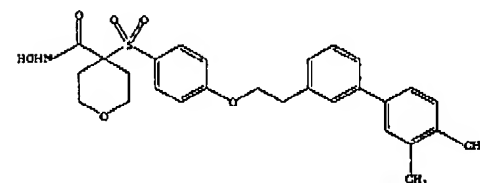
(215-5),



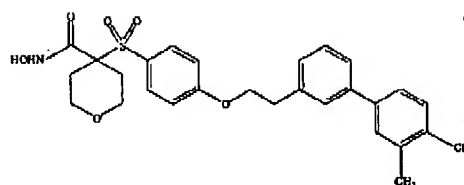
(215-6),



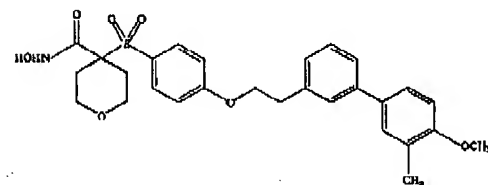
(215-7),



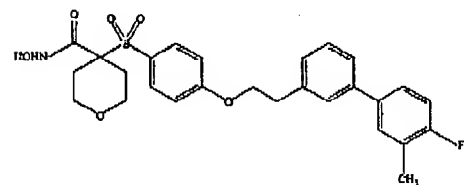
(215-8),



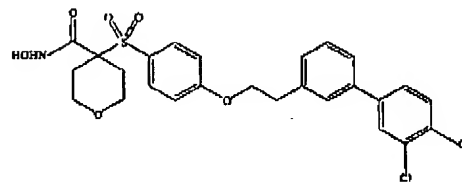
(215-9),



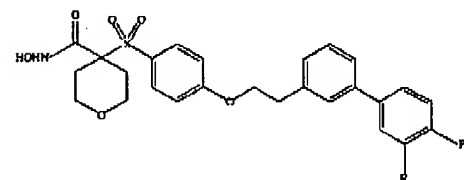
(215-10),



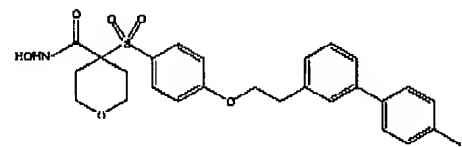
(215-11),



(215-12),

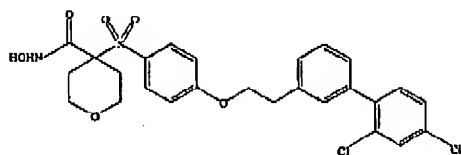


(215-13),

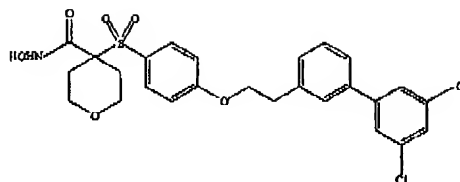


(215-14),

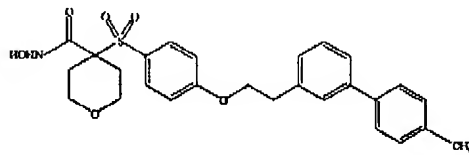
Appl. No. 10/657,034
Amendment D
September 5, 2003



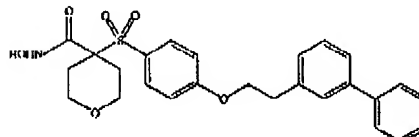
(215-15),



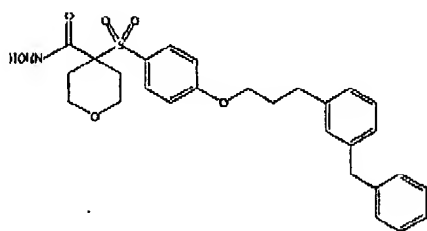
(215-16),



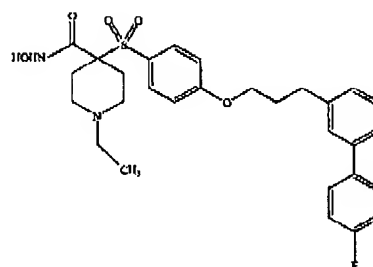
(215-17),



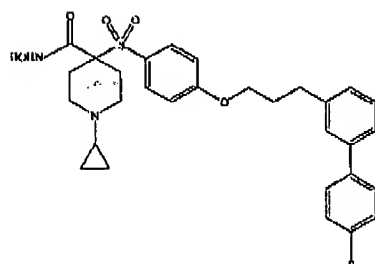
(215-18),



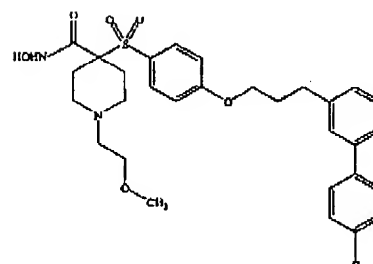
(215-19),



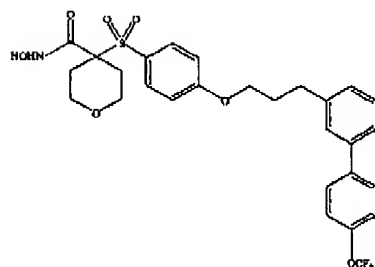
(215-20),



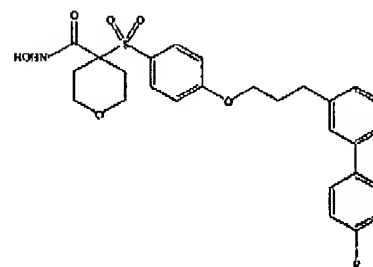
(215-21),



(215-22),

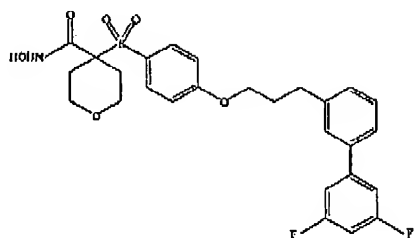


(215-23),

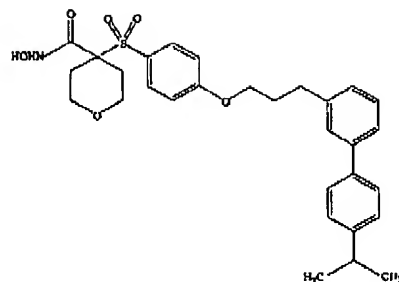


(215-24),

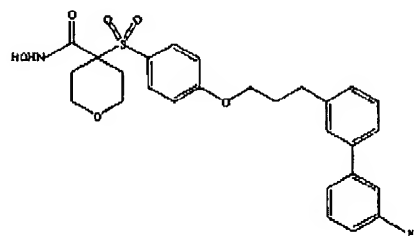
Appl. No. 10/657,034
Amendment D
September 5, 2003



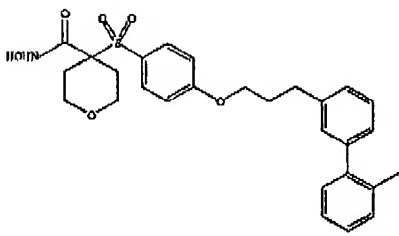
(215-25),



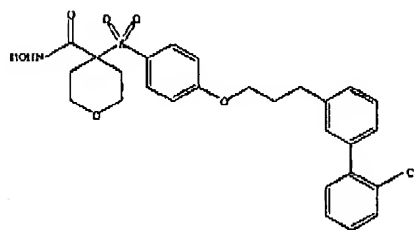
(215-26),



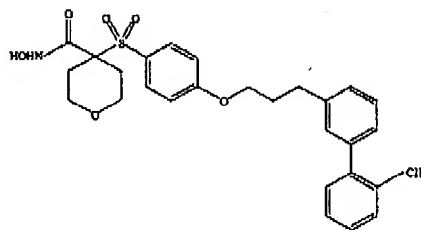
(215-27),



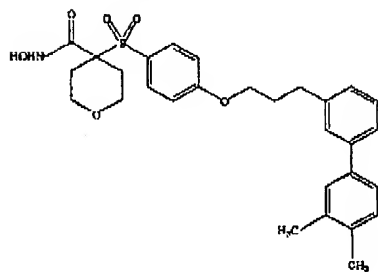
(215-28),



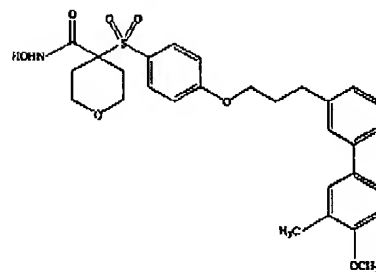
(215-29),



(215-30),



(215-31),

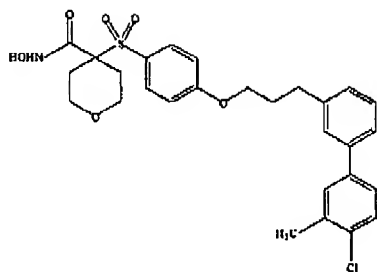


(215-32),

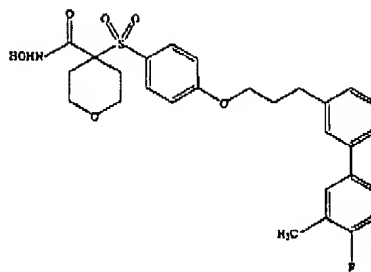
Appl. No. 10/657,034

Amendment D

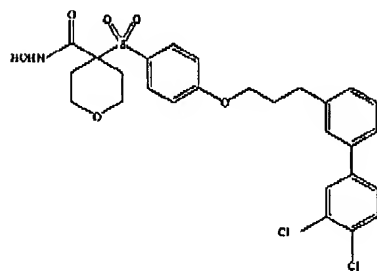
September 5, 2003



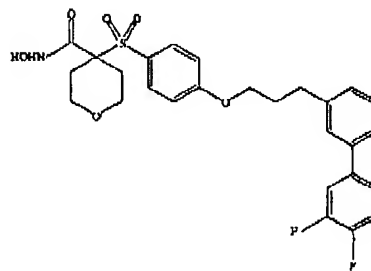
(215-33),



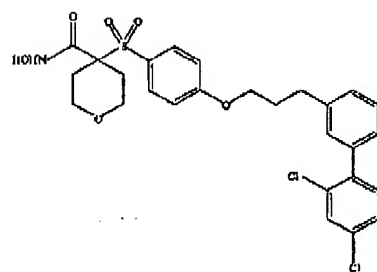
(215-34),



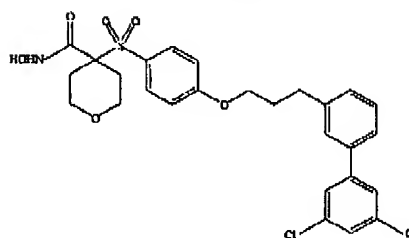
(215-35),



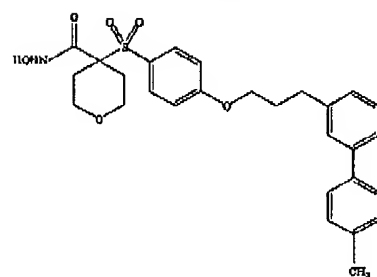
(215-36),



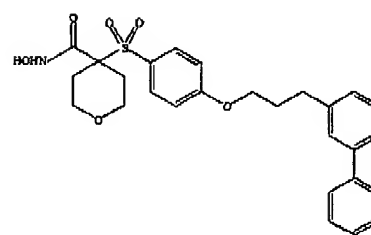
(215-37),



(215-38),

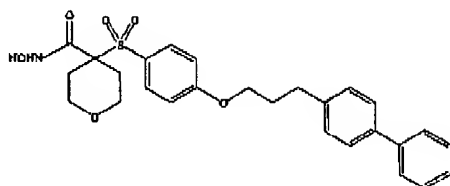


(215-39),



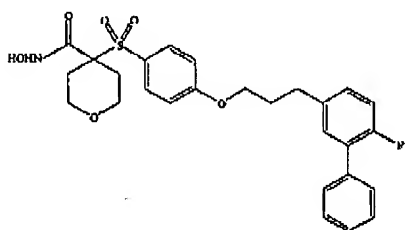
(215-40), and

Appl. No. 10/657,034
Amendment D
September 5, 2003

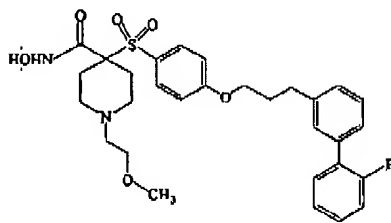


(215-41).

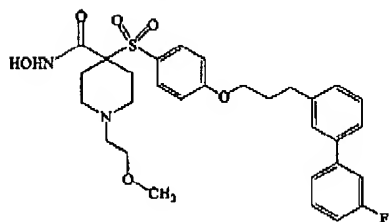
216. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to a formula selected from the group consisting of:



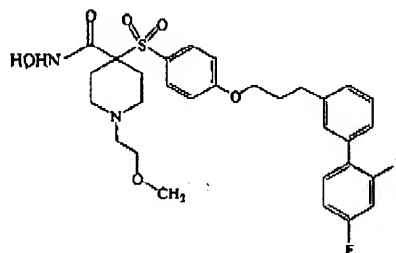
(216-1),



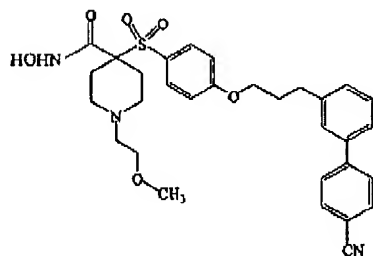
(216-2),



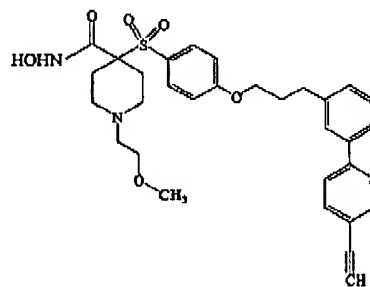
(216-3),



(216-4),

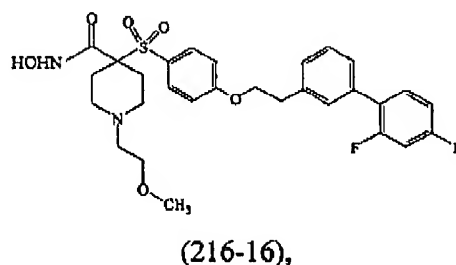
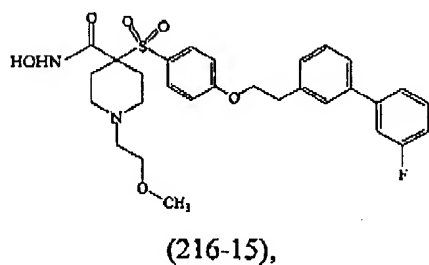
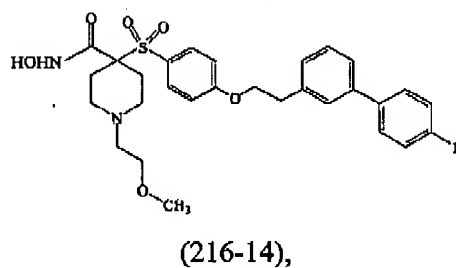
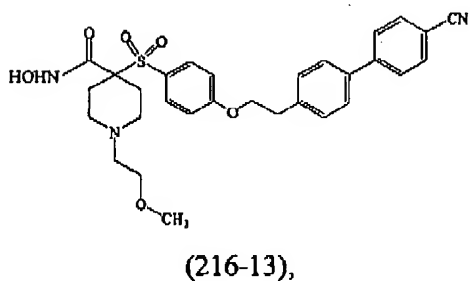
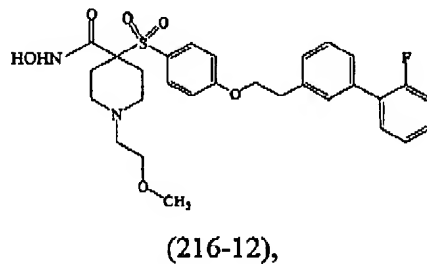
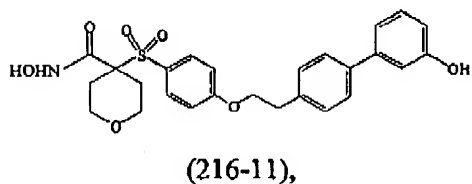
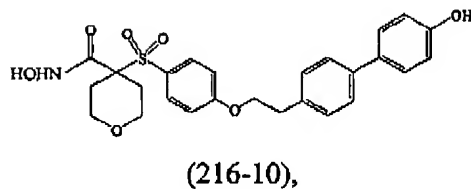
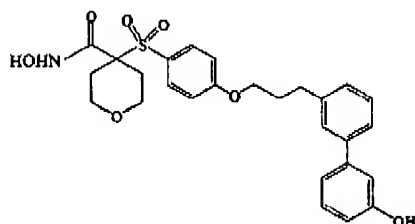
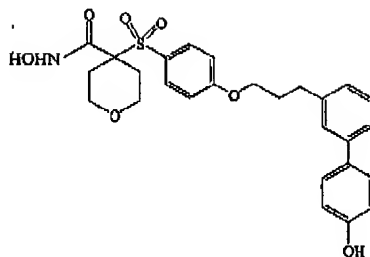
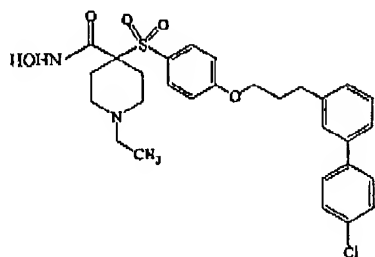


(216-5),

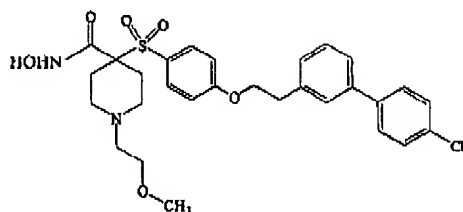


(216-6),

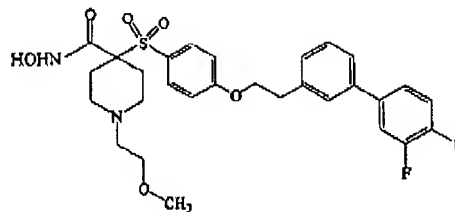
Appl. No. 10/657,034
Amendment D
September 5, 2003



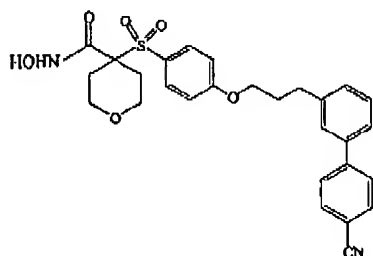
Appl. No. 10/657,034
Amendment D
September 5, 2003



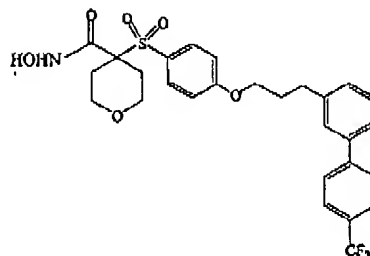
(216-17),



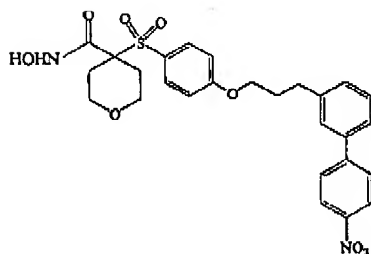
(216-18),



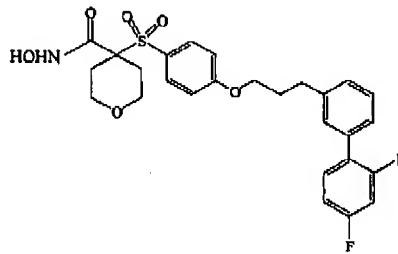
(216-19),



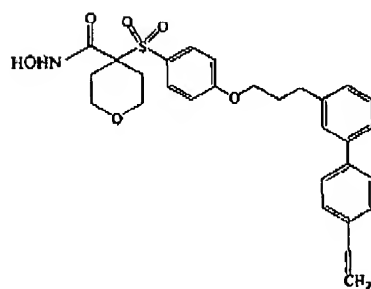
(216-20),



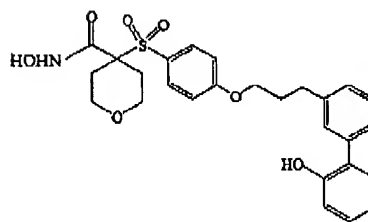
(216-21),



(216-22),

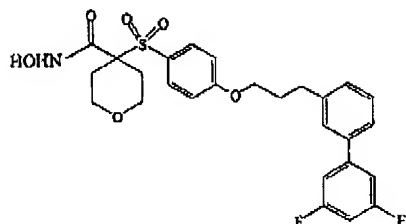


(216-23),



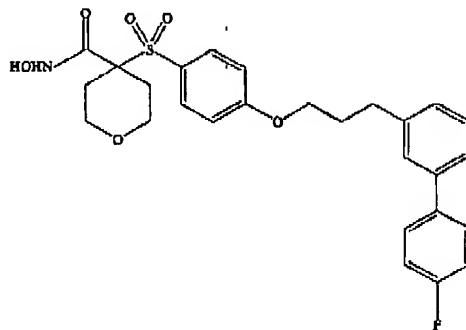
(216-24), and

Appl. No. 10/657,034
Amendment D
September 5, 2003



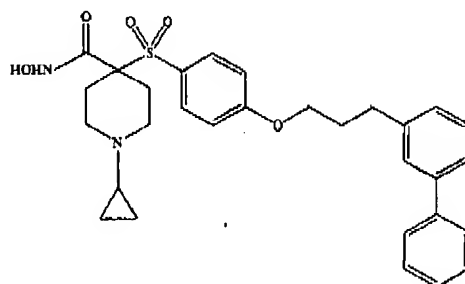
(216-25).

217. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(217-1).

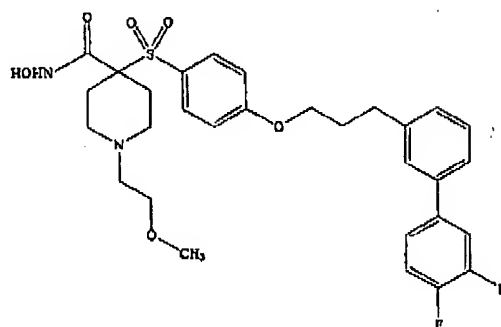
218. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(218-1).

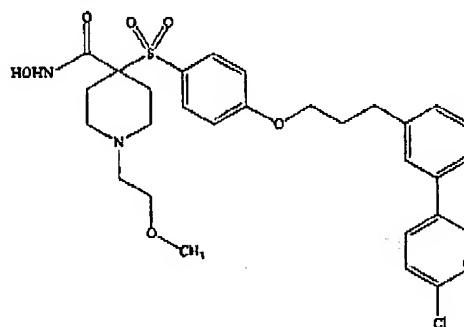
Appl. No. 10/657,034
Amendment D
September 5, 2003

219. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



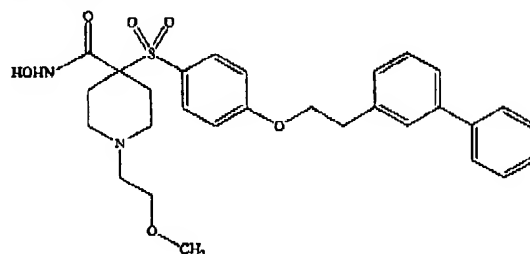
(219-1).

220. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(220-1).

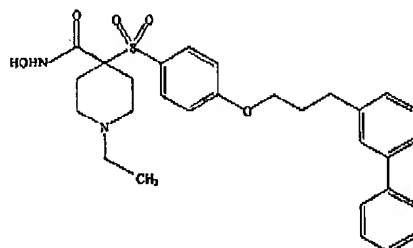
221. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(221-1).

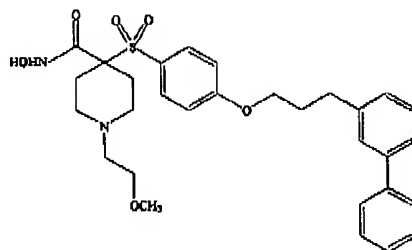
Appl. No. 10/657,034
Amendment D
September 5, 2003

222. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



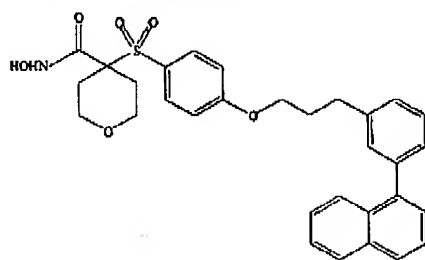
(222-1).

223. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



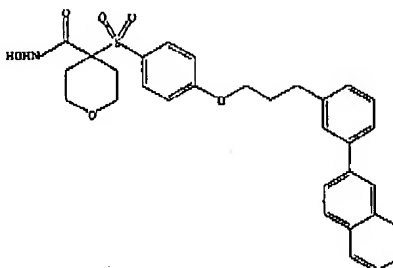
(223-1).

224. (original) A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(224-1)

and



(224-2).

Appl. No. 10/657,034
Amendment D
September 5, 2003

Claims 225-379 (canceled).

380. (currently amended) A method for ~~preventing or~~ treating a pathological condition associated with pathological matrix metalloprotease activity in a mammal ~~having the condition or predisposed to having the condition~~, wherein:

the condition is selected from the group consisting of arthritis, cancer, an ophthalmologic condition, and a cardiovascular condition; and

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 122.

381. (original) A method according to claim 380, wherein the compound or salt inhibits the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

382. (original) A method according to claim 381, wherein the compound or salt inhibits the activity of MMP-13, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

383. (currently amended) A method according to claim 382, wherein the pathological condition is selected from the group consisting of ~~comprises~~ arthritis and ~~and~~ [[or]] a cardiovascular condition.

384. (original) A method according to claim 381, wherein the compound or salt inhibits the activity of both MMP-2 and MMP-9, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

385. (currently amended) A method according to claim 384, wherein the pathological condition is selected from the group consisting of ~~comprises~~ cancer, an ophthalmologic condition, and ~~and~~ [[or]] a cardiovascular condition.

Appl. No. 10/657,034
Amendment D
September 5, 2003

386. (currently amended) A method for ~~preventing or~~ treating a pathological condition in a mammal ~~having the pathological condition or predisposed to having the pathological condition~~, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 122; and

the pathological condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease, and a central nervous system disease.

387. (currently amended) A method for ~~preventing or~~ treating a pathological condition in a mammal ~~having the pathological condition or predisposed to having the pathological condition~~, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 122; and

the pathological condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermal ulceration, epidermolysis bullosa, aortic aneurysm, defective injury repair, an adhesion, scarring, congestive heart failure, post myocardial infarction, coronary thrombosis, emphysema, proteinuria, Alzheimer's disease, bone disease, and chronic obstructive pulmonary disease.

388. (currently amended) A method for ~~preventing or~~ treating a pathological condition associated with pathological TNF- α convertase activity in a mammal ~~having the pathological condition or predisposed to having the condition~~, wherein:

Appl. No. 10/657,034
Amendment D
September 5, 2003

the pathological condition is selected from the group consisting of inflammation, a pulmonary disease, a cardiovascular disease, an autoimmune disease, graft rejection, a fibrotic disease, multiple sclerosis, cancer, an infectious disease, fever, psoriasis, hemorrhage, coagulation, radiation damage, acute-phase responses of shock and sepsis, anorexia, and cachexia; and

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 122.

Claim 389 (canceled).

390. (currently amended) A method for ~~preventing or~~ treating a pathological condition associated with pathological aggrecanase activity in a mammal ~~having the pathological condition or predisposed to having the condition~~, wherein:

the condition is selected from the group consisting of inflammation condition and cancer; and

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claim 122.

Claims 391 and 392 (canceled).

393. (previously amended) A pharmaceutical composition comprising a therapeutically-effective amount of a compound or a pharmaceutically-acceptable salt thereof, wherein the compound is selected from the group of compounds recited in claim 122.